

BOYD GAMING CORP  
Form 4  
March 15, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JOHNSON MARIANNE BOYD

(Last) (First) (Middle)

3883 HOWARD HUGHES PARKWAY, NINTH FLOOR

(Street)

LAS VEGAS, NV 89169

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BOYD GAMING CORP [BYD]

3. Date of Earliest Transaction (Month/Day/Year)  
03/08/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					209,551	D	
Common Stock					39,150	I	By Trust * (3)
Common Stock					39,150	I	By Trust * (4)
Common Stock					37,860	I	By Trust * (5)
Common Stock					39,150	I	By Trust * (6)

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Common Stock									39,150	I	By Trust * (7)
Common Stock									37,660	I	By Trust * (8)
Common Stock									23,752	I	By Trust * (9)
Common Stock									91,324	I	By Trust * (10)
Common Stock									5,182,040	I	By Limited Partnership * (11)
Common Stock	03/08/2017		J <sup>(1)</sup>	212,654	D	\$ 0	0			I	By Limited Partnership *
Common Stock									1,989,978	I	By Trust <sup>(2)</sup> (12)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

X

JOHNSON MARIANNE BOYD  
3883 HOWARD HUGHES PARKWAY  
NINTH FLOOR  
LAS VEGAS, NV 89169

Executive  
Vice  
President

## Signatures

Brian A. Larson, Attorney-in-Fact for Marianne Boyd  
Johnson

03/15/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Pro rata distribution of partnership interests upon dissolution of BG-09 Limited Partnership, of which each of the William S. Boyd Gaming Properties Trust ("WSBGPT") and the Marianne Boyd Gaming Properties Trust ("MBGPT") were the general partners.
- (2) Includes 70,176 shares previously reported as held through the BG-09 Limited Partnership which were distributed to the MBGPT upon dissolution of the partnership. The reporting person is the trustee, settlor and beneficiary of the MBGPT.
- (3) By Marianne Boyd Johnson as Trustee of the Aysia Lynn Boyd Education Trust Dated 7/1/97.
- (4) By Marianne Boyd Johnson as Trustee of the Taylor Joseph Boyd Education Trust Dated 7/1/97.
- (5) By Marianne Boyd Johnson as Trustee of the William Samuel Boyd Education Trust Dated 7/1/97.
- (6) By Marianne Boyd Johnson as Trustee of the Samuel Joseph Boyd, Jr. Education Trust Dated 7/1/97.
- (7) By Marianne Boyd Johnson as Trustee of the T'Mir Kathleen Boyd Education Trust Dated 7/1/97.
- (8) By Marianne Boyd Johnson as Trustee of the Josef William Boyd Education Trust Dated 7/1/97.
- (9) By Marianne Boyd Johnson as Trustee of the Justin Boyd Education Trust Dated 11/1/99.
- (10) By the Johnson Children's Trust Dated 6/24/96, Bruno Mark, Trustee.
- (11) By BG-00 Limited Partnership, of which the Marianne Boyd Gaming Properties Trust, of which the reporting person is the trustee, settlor and beneficiary, is the general partner thereof.
- (12) By the Marianne E. Boyd Johnson Gaming Properties Trust, of which the reporting person is the Trustee, Settlor and Beneficiary, excluding shares held by BG-00 Limited Partnership, which are included in note (11) hereof.

### Remarks:

\* The reporting person expressly disclaims beneficial ownership of any securities of the Issuer except for those securities that

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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